

Institute of Managers & Leaders Limited

ABN 31 163 376 921

MINUTES OF THE 12th ANNUAL GENERAL MEETING OF MEMBERS

Friday 30 May 2025 from 1.00pm to 2.00pm AEST

Via virtual meeting (Chair located in Brisbane, QLD)

Chair of the meeting: Brendan Blomeley, Director (referred as Chair)

Company Secretary: Jenna Gibbs

Attendees (Members) – 60:

- Alu, Nancy
- Baxter, Ryan
- Bell, Sam
- Blomeley, Brendan
- Boyle, Riordan
- Burge, Josh
- Carlson, Charlize
- Covington, Libby
- Dashtdar, Essie
- De Groot, Damien
- De Hulsters, Diana
- Edwards, Lizzy
- Ellis, Louise
- Fazldeen, Linda
- Forrest, Regan
- Fox-Russell, Andrew
- Frances, Lana
- Freeman, Esther
- Furphy, John
- Gander, Michelle

Gibbs, Jenna
Goodall, Jason
Go, Charles
Goode, Charisse
Haynes, Mia
Hobday, Diana
Hope, Jeramy
Houliston, Houliston
James, Brenda
Jankovic, Isabela
Jones, Sandy
Keightley, Bridget
Kenny, Brian
Lenihan, Adam
Livissianis, Con
Ludemann, Cherrie
Lyons, Michael
Martin, Scott
McGregor, Keith
Meyer, Phillip
Nyamdela, Kosam
O'Mara, Elisa
O'Shea, Tanya
Over, Peter
Parks, Matt
Pearson, Marie-Louise
Perri, Tony
Rennison, Ashleigh
Schonfeld, Clare
Scott, Dominique
Slade, Steve
Smithson, Wayne

	Stokes, John
	Tholasi, Shivani
	Todd, Steven
	Van Es, Onno
	Wardrop, Bryan
	White, Lisa
	Witcher, Maddy
	Yang, Alan
Attendees (Guests) – 2:	Loots, Albert
	Mitchell, Greg
Apologies - 2:	Harris, Maree
	Kirkpatrick, Rob
Quorum:	Confirmed
Meeting opened at:	1.00pm AEST

GOVERNANCE

- Opening**

The Chair welcomed the Directors, Life members of the Institute, Fellows, Associate Fellows and Members of the Institute.
- Acknowledgements**

The Chair acknowledged the traditional custodians of country throughout Australia and recognised their continuing connection to land, waters and community. The Chair paid his respects to them and their cultures; and to Elders past, present and emerging.

The Chair also acknowledged Māori as tangata whenua and Treaty of Waitangi partners in Aotearoa New Zealand.
- Questions and voting**

The Chair provided guidance on how the virtual AGM platform offered Members and guests the ability to vote electronically and raise questions, and Members to vote electronically on resolutions. The Chair advised Members that questions would be opened for all items at the end of the meeting.
- Confirmation of Quorum**

The Chair confirmed that there was a quorum in accordance with the Constitution and declared the formal part of the AGM open at 1.08pm.

5. **Directors, Company Secretary and Auditors** **The Chair introduced** the current IML Directors who were attending the AGM;
- Himself, Brendan Blomeley,
 - Marie-Louise Pearson,
 - Wayne Smithson,
 - Dr Michelle Gander,
 - Steve Slade,
 - Kosam Nyamdela; and
 - Sam Bell
- The Chair also introduced the Company Secretary, Jenna Gibbs, and welcomed Albert Loots, IML's Audit partner from Assurance and Audit.
6. **Apologies** **The Chair noted** that 2 apologies had been received:
- Maree Harris; and
 - Rob Kirkpatrick
7. **Notice of Meeting** **The Chair informed** the attendees that the Notice of Meeting was sent to all Voting Members on 24 April 2025. A copy of the Notice was also available on IML's website.
- The Chair proposed that the Notice of Meeting was taken as read.

ORDINARY BUSINESS OF THE MEETING

8. **Changes to the Institute of Managers and Leaders Limited Constitution** **The Chair advised** the members that a copy of the proposed changes to the Constitution was made available on 24 April 2025, together with the Notice of Meeting. A copy of the memorandum was also made available on IML's website.
- The Chair advised that the special resolution that *"pursuant to section 136 of the Corporations Act 2001, the amendments to the Constitution as particularised in the Explanatory Memorandum, be adopted with such amendments to take effect immediately following the conclusion of the AGM"* was passed.
9. **Resignation of Auditor and Appointment of New Auditor** **The Chair advised** the members that the details of the change of auditors were made available on 24 April 2025, together with the Notice of Meeting. A notice was also made available on IML's website.
- The Chair advised that the ordinary resolution to *"appoint Assurance and Audit as the new auditors be ratified; and that the new auditors be appointed as the auditors of the Company from the date of this AGM until such time that they resign or are removed"* was passed.

10. **Minutes of the 2024 AGM of the Institute of Managers and Leaders Limited** **The Chair advised** the members that a copy of the Minutes was made available on 24 April 2025, together with the Notice of Meeting. A copy of the Minutes was also made available on IML's website.
11. **Financial Statements and Reports** **The Chair advised** members that the 2024 Annual Report including the audited Consolidated Financial Report, the Director's Report and Auditor's Report for the year ended 31 December 2024 were made available to members on 24 April 2025. A copy of the report was also made available on the IML website.
12. **Chair of the Board's report** **The Chair of the Board**, Wayne Smithson, addressed the members and provided a report on the Company's 2024 performance and significant events throughout the year.
13. **CEO's report** **The CEO**, Sam Bell, addressed the meeting and provided an overview on the year.
14. **Outcome of the Director's election** **The Chair of the meeting advised** that the Notice of the Election of Directors, including ballot instructions and candidate profiles, was sent to all voting members on 9 May 2025. The Ballot closed at 5pm on Monday 26 May 2025.
- The Chair advised that in line with Constitutional requirements, three current Directors were required to step down at the end of this AGM.
- Two of the vacant positions were held by the following Directors:
1. Marie-Louise Pearson; and
 2. Michelle Gander;
- Marie-Louise Pearson has reached the maximum term of office and was unable to stand for re-election, and Michelle Gander was able to stand for re-election and nominated.
- In addition, Diana De Hulsters resigned from her position on the Board in August 2024, and Kosam Nyamdela was appointed by the Board to fill the vacancy until this AGM.
- As 22 valid nominations were received an election was held.

A total of 342 valid votes were received by the due date, with the majority of votes cast for:

1. Michelle Gander, from WA,
2. Tanya O'Shea, from QLD; and
3. Bryan Wardrop, from NZ

The Chair of the meeting expressed gratitude to Kosam for his contribution to IML since his casual appointment in August 2024, and extended recognition to Marie-Louise for her tenure with the IML Board. The Chair congratulated Michelle, Tanya and Bryan on being elected to the IML Board.

The Chair thanked all who nominated for a Board Director position and confirmed the composition of the new IML Board of Directors for the 2025/2026 year:

- Wayne Smithson,
- Brendan Blomeley,
- Dr Michelle Gander,
- Steve Slade,
- Tanya O'Shea,
- Bryan Wardrop; and
- Sam Bell

15. Life Membership

The Chair of the meeting awarded Life Membership status to 4 long serving Members, and noted that all of these Members and Fellows had made a significant contribution to IML's membership community in various forms over many decades.

These recipients were:

1. Kath Milne,
2. Peter Achterstraat,
3. Kenneth Sidebottom; and
4. Dr Stephen Whittle

SPECIAL BUSINESS OF THE MEETING

16. Conclusion

The Chair of the meeting asked Members if there was any other business which may be legally brought before the meeting. There being no further business or questions put forward, the Chair thanked Members for their attendance and declared the meeting closed at 1.33pm AEST.



Chair

08/08/2025

Date